

Soo Line Railroad Company



1-143A031

Soo Line Building
Box 530
Minneapolis, Minnesota 55440
(612) 337-7639

JEAN L. FINDORFF
Corporate Attorney

May 22, 1991

RECORDATION NO. 17331 FILED 143

MAY 23 1991 2 10 PM

INTERSTATE COMMERCE COMMISSION

VIA AIRBORNE EXPRESS

Interstate Commerce Commission
12th and Constitution Avenue N.W.
Washington, D.C. 20423
ATTN: Room 2303

RE: Recordation of Memorandum of Lease

Dear Secretary:

I have enclosed an original and two counterparts of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Memorandum of Lease of Railroad Equipment, a primary document, dated December 17, 1990.

The names and addresses of the parties to the documents are as follows:

Lessor: CanPac Car Inc.
100 West Tenth Street
Wilmington, DE 19801

Lessee: Soo Line Railroad Company
P.O. Box 530
105 South Fifth Street
Minneapolis, MN 55440

A description of the equipment covered by the document follows:

Five GP-9 Locomotives, (SOO 4200-4204 both inclusive).

Interstate Commerce Commission
Page Two
May 22, 1991

A fee of \$15 is enclosed. Please return the original and any extra copies not needed by the Commission, together with the notation acknowledging that it has been filed pursuant to 49 U.S. Code Section 11303 and pertinent recordation information to:

Jean L. Findorff
Corporate Attorney
Soo Line Railroad Company
P. O. Box 530
Minneapolis, MN 55440

A short summary of the document to appear in the index follows:

Memorandum of Lease of Railroad Equipment between CanPac Car Inc., Lessor, 100 West Tenth Street, Wilmington, DE 19801 and Soo Line Railroad Company, Lessee, P.O. Box 530, 105 South Fifth Street, Minneapolis, MN 55440, dated as of December 17, 1990, and covering five GP-9 Locomotives (SOO 4200-4204 both inclusive).

Thank you for your cooperation.

Sincerely,

JLF/ljb

Enclosure

cc: Leslie Rose
J. W. Kienzler
J. C. Miller

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT

RECEIVED NO. 17331
MAY 23 1991 2:40 PM
INTERSTATE COMMERCE COMMISSION

Memorandum of a Lease of Railroad Equipment ("Lease") made and entered into as of December 17, 1990 by and between CanPac Car Inc., a Delaware corporation ("Lessor") having its principal place of business at 100 West Tenth Street, Wilmington, New Castle County, Delaware and Soo Line Railroad Company, a Minnesota corporation ("Lessee"), having its principal place of business at P.O. Box 530, 105 South Fifth Street, Minneapolis, MN 55440.

WITNESSETH:

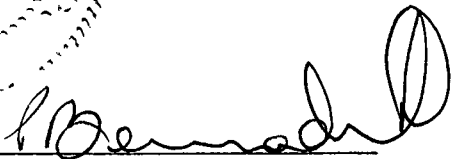
1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from the Lessor the locomotives described on Schedule A attached hereto.

2. The Lease will be effective as of the date first set forth hereinabove and shall terminate on December 31, 1995, unless earlier terminated under the terms of the Lease.

In Witness Whereof, the parties have caused this instrument to be signed and sealed by their respective corporate officers and duly attested as of the date and year first above written.

(Corporate Seal)

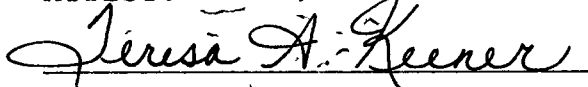
ATTEST:



Secretary

(Corporate Seal)

ATTEST:



Assistant Secretary

CANPAC CAR INC.

BY:

Its President

SOO LINE RAILROAD COMPANY

BY:

Its Vice President, Chief Operating Officer



Schedule A

Locomotives Leased

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers</u>
1	GP-9	Soo 4200
1	GP-9	4201
1	GP-9	4202
1	GP-9	4203
1	GP-9	4204

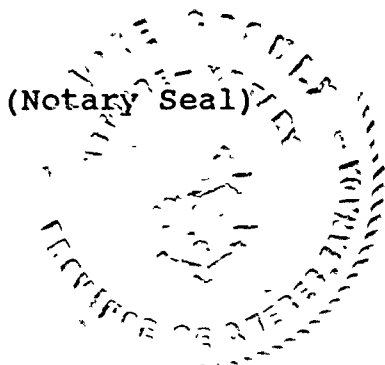
AB

PROVINCE OF QUEBEC)
COUNTY OF HOCHELAGA) ss.

On this 3rd day of May, 1991, before me personally appeared A. S. Lanyi, to me personally known, who, being by me duly sworn, says that he is President of CanPac Car Inc., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Andee' H. H. H. H. H.
Notary

My Commission is for Life



STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 8th day of May, 1991, before me personally appears N. R. Foot, me personally known, who being by me duly sworn says that he is Vice President Operations of SOO LINE RAILROAD COMPANY, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ruth D. Nelson
Notary Public

My Commission Expires:

(Notary Seal)

